

LAW OFFICES OF RICHARD A. FOGEL, PLLC

2730 STEMMONS FREEWAY

SUITE 813

DALLAS, TEXAS 75207

(214)267-9110

(214)267-9115

March 15, 2001

RECORDATION NO. 17848-WW FILED

MAR 16 '01 3:59 PM

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street N.W., Room 704
Washington, D.C. 20036
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 9-12)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Twelfth Supplement to Equipment Trust Agreement, a primary document, dated as of March 13, 2001, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated March 13, 2001, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 13, 2001, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 13, 2001, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

The enclosed Twelfth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of June 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 17848 on July 1, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 17848-B and 17848-A, respectively.

17848-WW-339

The enclosed Bill of Sale referenced in paragraph 4, above, relates to various railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, (21W), New York, NY 10286.

The railroad equipment covered by the Twelfth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$108.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Twelfth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Twelfth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Twelfth Supplement to Equipment Trust Agreement, a primary document, dated as of March 13, 2001, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering various railcars, and (ii) Assignment, a primary document, dated March 13, 2001, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering various railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 13, 2001, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Twelfth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated March 13, 2001, between the Bank, as Successor Trustee (as Seller) and the Company (as Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 30, 1992 referred to above.

Very truly yours,



Richard A. Fogel

RAF:slg
Enclosures

cc: Neil Shoop

BILL OF SALE

(Series 9-12)

THE BANK OF NEW YORK,
AS TRUSTEE
TO

RECORDATION NO. 17848-WW FILED

TRINITY INDUSTRIES LEASING COMPANY

MAR 16 2001 3-59 PM

SURFACE TRANSPORTATION BOARD

The Bank of New York, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of June 30, 1992 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated March 13, 2001, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railcars (the "Trust Equipment") covered by the Railroad Car Lease Agreement described on Exhibit A and Exhibit B hereto, together with all right, title and interest of the Trustee in and to the existing lease or sublease in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Lease").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Lease and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, The Bank of New York as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, effective this 13 day of March, 2001.

THE BANK OF NEW YORK

By:

[Signature]
Vice President

Attest:

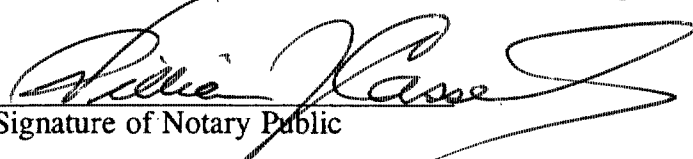
[Signature]
Assistant Vice President

STATE OF NEW YORK

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§
§

COUNTY OF NEW YORK

On this 13 day of March, 2001, before me personally appeared REMO J. REALE, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Signature of Notary Public

My Commission Expires:

WILLIAM J. GASBELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 16, 2002

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated July 8, 1999, between Trinity Industries Leasing Company and Farmers Grain Dealers, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	5,161 cu. ft. Lo Covered Hopper Cars	TILX 311184-311186, 311190 TILX 311193, 311195, 311202 TILX 311204, 311205, 311208 TILX 311209, 311212, 311249 TILX 515199, 515232, 516014 TILX 516017, 516028, 516038 TILX 516055, 516066, 516072 TILX 516074, 516080, 516093 TILX 516102, 516110-516112 TILX 516119

2. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company, covering the following described railroad cars (Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
57	5,161 cu. ft. Lo Covered Hopper Cars	ADMX 49001-49021 ADMX 49023-49058

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
101	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9430-9472 ERCX 9474-9531

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1. 101 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9430-9472 ERCX 9474-9531	01/95